

FQ 2000004015

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REGISTERED AGENT CHANGE

DUKE'S ROOT CONTROL, INC.

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*PS 6/20/06
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CT Corporation POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Constance Wozniak, Sec. of Duke's Root Control, Inc. ("the Corporation"), a corporation formed under the laws of New York and of the subsidiary and affiliated entities shown on the list appended hereto does hereby appoint Curt Kreisel and Steven Zimmer as attorney-in-fact for the Corporation and for the subsidiary/affiliated entities to act for the Corporation and for the subsidiary/affiliated entities and in the name of the Corporation and of the subsidiary/affiliated entities for the limited purposes authorized herein.

The Corporation and the subsidiary/affiliated entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary/affiliated entities' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Curt Kreisel shall exercise the power of Vice President and Steven Zimmer shall exercise the power of Secretary.

This Power of Attorney expires when revoked by Duke's Root Control, Inc.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 13 day of June, 2006.

DUKES ROOT CONTROL, INC.

By: Constance Wozniak, Secretary
Name: Constance M. Wozniak
Title: Corporate Secretary

STATE OF New York)
) ss
COUNTY OF Onondaga)

Subscribed and sworn to before me this 13th day of June, 2006

Lynn Heffron

Notary Public

LYNN HEFFRON
Notary Public, State of New York
Qualified in Onondaga County
No. 01HE035182
Commission Expires Dec. 27, 2009

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of New York in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: Duke's Root Control, Inc.
- 2. The principal office address: 1020 Hiawatha Blvd. West Syracuse, NY 13204
- 3. The mailing address (if different): _____
- 4. Date of incorporation/qualification: 08/07/2002 Document number: FD2000004015

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301-2525

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road
(P.O. Box NOT acceptable)
Plantation, Florida 33324

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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

[Signature]
(Signature of an officer or director)

Steven Zimmet, Secretary
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: [Signature]
(Signature of Registered Agent)

6/20/2006
(Date)

If signing on behalf of an entity:
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
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